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BEFORE THE ARIZONA CORPORATION COMMISSION

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**COMMISSIONERS**

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2008 APR 15 P 4: 04

AZ CORP COMMISSION  
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IN THE MATTER OF THE APPLICATION OF  
PALO VERDE UTILITIES COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-03-0586

IN THE MATTER OF THE APPLICATION OF  
SANTA CRUZ WATER COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-03-0586

**NOTICE OF FILING IN COMPLIANCE WITH  
DECISION NO. 67240  
(Acquisition Schedule)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water Company, in compliance with Decision No. 67240 in the above-captioned dockets, submits the attached Acquisition Schedule. Please note that Global Water, Inc. has made application for the approval of the acquisition of Balterra Sewer Corp.

RESPECTFULLY submitted this 15<sup>th</sup> day of April 2008.

ROSKA DEWULF & PATTEN, PLC

By

Michael W. Patten  
Timothy J. Sabo  
One Arizona Center  
400 East Van Buren Street, Suite 800  
Phoenix, Arizona 85004

Arizona Corporation Commission  
**DOCKETED**

APR 15 2008

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ROSHKA DeWULF, PATTEN, PLC  
ONE ARIZONA CENTER  
400 EAST VAN BUREN STREET - SUITE 800  
PHOENIX, ARIZONA 85004  
TELEPHONE NO 602-256-6100  
FACSIMILE 602-256-6800

1 Original + 15 copies of the foregoing  
2 filed this 15<sup>th</sup> day of April 2008, with:

3 Docket Control  
4 ARIZONA CORPORATION COMMISSION  
5 1200 West Washington  
6 Phoenix, Arizona 85007

7 Copies of the foregoing hand-delivered/mailed  
8 this 15<sup>th</sup> day of April 2008, to:

9 Dwight D. Nodes, Esq.  
10 Assistant Chief Administrative Law Judge  
11 Hearing Division  
12 Arizona Corporation Commission  
13 1200 West Washington  
14 Phoenix, Arizona 85007

15 Christopher C. Kempley  
16 Chief Counsel, Legal Division  
17 Arizona Corporation Commission  
18 1200 West Washington  
19 Phoenix, Arizona 85007

20 Ernest G. Johnson, Esq.  
21 Director, Utilities Division  
22 Arizona Corporation Commission  
23 1200 West Washington  
24 Phoenix, Arizona 85007

25 Brian Bozzo  
26 Compliance, Utilities Division  
27 Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

By 

## Attachment B

## Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

## PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, LLC during the six month period ending on the date this document is executed.

## PART 2

As of 29 February 2008, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$77,105,484	100%	\$65,454,596	100%
	<u>\$77,105,484</u>	<u>100%</u>	<u>\$65,454,596</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%		
Long-Term Debt*	\$0	0%	\$129,837	24%
Equity**	\$35,865	100%	\$419,489	76%
	<u>\$35,865</u>	<u>100%</u>	<u>\$549,326</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%		
Long-Term Debt*	\$2,130,060	42%	\$261,253	13%
Equity**	\$2,898,379	58%	\$1,710,374	87%
	<u>\$5,028,439</u>	<u>100%</u>	<u>\$1,971,627</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%		
Long-Term Debt*	\$243,106	22%	\$0	0%
Equity**	\$878,938	78%	(\$6,706)	100%
	<u>\$1,122,044</u>	<u>100%</u>	<u>(\$6,706)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$764,162	100%	\$45	100%
	<u>\$764,162</u>	<u>100%</u>	<u>\$45</u>	<u>100%</u>

\*Include current portion of Long-term Debt.

\*\*Includes Common Stock, Paid In Capital and Retained Earnings (Deficit). Does not include goodwill associated with utility acquisitions.

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED TREVOR HILL AND LEO COMMANDEUR, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

X

14-Apr-08

Signature of owner or official/date

X

14-Apr-08

Signature of owner or official/date